

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

0155
CAUSE NO: FSD OF 2016

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF MILLESIME MASTER DIVERSIFIED FUND

WINDING UP PETITION

TO: THE GRAND COURT

The humble petition of BNP Paribas Arbitrage SNC (the "Petitioner") whose registered office is at 160/162, Boulevard Mac Donald 75019 Paris (France) shows that:

Introduction

1. Millesime Master Diversified Fund (the "Company") was incorporated in the Cayman Islands on 17 April 2008 as an exempted company with limited liability and with registration number 208749 pursuant to the Companies Law (as amended) (the "Companies Law"). The Company was struck off the Register of Companies (the "Register") on 30 January 2015 prior to being reinstated to the Register on 15 June 2016 upon the application of the Petitioner.
2. The Company's registered office is at Fund Fiduciary Partners, 2nd Floor, Harbour Centre, 42 North Church Street, George Town, Grand Cayman KY1-9006, Cayman Islands.

Business of the Company

3. The Company carried on business as a mutual fund and remains registered as such with the Cayman Islands Monetary Authority with licence number 15609 under the Mutual Funds Law (as Revised).
4. The Company issued an Offering Memorandum on 27 May 2008 (the "OM"), which provides as follows:
 - (a) the Company operated as an open ended investment fund, offering investors the opportunity to subscribe for participating shares in the Company;

- (b) the Company's investment objective and strategy was to achieve capital appreciation and superior risk adjusted returns over time by making alternative investments based on investment strategies seeking lower correlation to market indices and/or lower volatility of returns than traditional asset classes;
 - (c) Strategic Asset Management Partners, Inc. (the "**Investment Advisor**") (a company registered in the Bahamas), was the Investment Advisor retained by the Company pursuant to an Investment Advisory Agreement entered into between the Company and the Investment Advisor. The OM provides that the Investment Advisor's primary role was to recommend qualified investments to the Company based on specific criteria designed to identify and select a portfolio of superior managers of alternative strategies who were deemed most likely to meet or exceed the investment objectives of the Company.
5. The Company has an authorised share capital of US\$50,000 divided into 100 management shares of US\$1.00 par value each and 4,990,000 participating shares of US\$0.01 par value each. The OM provides that the Management Shares could only be issued to the Investment Advisor.
 6. The custodian retained by the Company is BNP Paribas Bank & Trust Cayman Limited ("**BNP Cayman**"), an affiliate of the Petitioner.
 7. The OM also states that Gustavo Hernandez-Frieri, Christopher Infante and Dario Pacheco (together the "**Directors**") are the directors of the Company. The Petitioner has not been provided with a copy of the Company's Register of Directors and is therefore unable to confirm if the Directors remain in office.

Petitioner's Investment in the Company and Redemption

8. On 30 May 2008, the Petitioner subscribed for 4,500 Class A, Series 1 participating shares in the Company (the "**Shares**").
9. The OM provides that participating shares in the Company are redeemable at the option of the relevant shareholder on a "Redemption Day", being defined in the OM as the first business day of each month, upon the provision of at least 30 days' notice being given to the Company (by its administrator). In addition, the OM provides that

the net asset value ("NAV") of the Company would be calculated as of the close of business on the last business day of each calendar month.

10. On or around 18 November 2008, the Petitioner submitted a redemption request (the "Redemption Request") to the Company's administrator, SS&C Technologies, Inc. ("SS&C"), seeking that the Shares be redeemed on the basis of the NAV of the Company to be struck on 31 December 2008, with the relevant redemption day being 2 January 2009.
11. Following the submission of the Redemption Request, it would appear from the actions taken by the Company that the Company restricted the redemption of the Shares. In particular, instead of receiving an acknowledgement from the Company (or SS&C) that the Shares had been redeemed on the basis of the NAV of the Company calculated for 31 December 2008, the Petitioner has received three separate payments from the Company, each of which were reflected in a separate "Account Statement" prepared by SS&C showing the amount of shares redeemed and the NAV per share of the Company calculated at the date of each payment as follows:
 - (a) US\$339,999.97 on 31 December 2008, stated as being redemption proceeds from the redemption of 426.5601 Shares at a NAV of US\$797.0740 per Share;
 - (b) US\$409,900.67 on 30 April 2009, stated as being redemption proceeds from the redemption of 515.2833 Shares at a NAV of US\$795.4860 per Share; and
 - (c) US\$1,239,999.96 on 31 August 2009, stated as being redemption proceeds from the redemption of 1,541.9410 Shares at a NAV of US\$804.1806 per Share.
12. The Petitioner has received no further payments from the Company in relation to the Redemption Request and, in the circumstances, believes that it is currently the registered holder of 2,016.2156 Shares in the Company. Further, the Petitioner understands it is the sole remaining participating shareholder in the Company

Events Leading Up to the Presentation of the Petition

13. Notwithstanding numerous attempts to contact them, the Petitioner has not had any contact with either the Directors or representatives of the Investment Advisor or the Company since 2009. The Petitioner has therefore concluded that there is no longer any person performing any management or advisory functions for or on behalf of the Company.
14. In addition, in early 2015, the Petitioner learned that the Company had been struck off the Register on 30 January 2015, with the Company's former registered office also resigning around this time. The Petitioner is not aware of the reason why the Company was struck off the Register.
15. BNP Cayman has also confirmed to the Petitioner that BNP Cayman has not had any contact with either the Directors or the Investment Advisor (or any other representative of the Company) for a number of years. However, BNP Cayman has confirmed to the Petitioner that the Company's remaining assets which it holds as custodian comprise cash reserves in the total amount of US\$447,770.39 and various illiquid assets with a book value of US\$210,083.80. Subject to any claims of creditors, these assets are potentially available for distribution to the Petitioner in its capacity as the sole participating shareholder of the Company.
16. In view of the above and in the absence of any indication from the Directors or the Investment Advisor (or any other representative of the Company) of any intention to have the Company restored to the Register, on 8 June 2016, the Petitioner issued an application in this Honourable Court seeking an order restoring the Company with a view to having the Company wound up following it being restored. On 10 June 2016, the Petitioner obtained an Order for the restoration of the Company, with the Registrar of Companies subsequently issuing a Certificate of Restoration on 15 June 2016 in respect of the Company.

Grounds for Winding Up

17. As noted above, it appears that no person stated to be involved with the management of the Company is presently properly engaged in such role and that the Company has therefore been idle and rudderless for some time. In particular, it appears that the Company is no longer undertaking any investment function as anticipated by the OM and that no party is presently minded to take steps to wind

down the Company's affairs. Accordingly, it is clear that the Company has lost its substratum and it is just and equitable for the Company to be wound up in accordance with the provisions of the Companies Law in order that the Petitioner, which appears to hold the entire economic interest in the Company (subject to any creditor claims) can realise the value of its remaining investment in the Company (subject to any creditor claims).

18. In view of the above, the Petitioner is therefore entitled to a compulsory winding up by independent official liquidators acting as officers of this Honourable Court.

Nomination of Joint Official Liquidators

19. The Petitioner nominates Michael Pearson and Andrew Childe of Fund Solution Services Limited, 2nd Floor, Harbour Centre, 42 North Church Street, George Town, Grand Cayman KY1-9006, Cayman Islands for appointment as joint official liquidators of the Company.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

20. The Company be wound up by the Court in accordance with the Companies Law;
21. Michael Pearson and Andrew Childe of Fund Solution Services Limited, 2nd Floor, Harbour Centre, 42 North Church Street, George Town, Grand Cayman KY1-9006, Cayman Islands be appointed as Joint Official Liquidators of the Company (the "JOLs");
22. The JOLs shall not be required to give security for their appointment;
23. The JOLs shall have the power to act jointly and severally in their capacities as liquidators of the Company;
24. The JOLs shall be authorised to do any acts or things considered by them to be necessary or desirable in connection with the dissolution of the Company and the winding up of its affairs;
25. The JOLs be authorised to exercise all of the powers set out in paragraphs 1, 4, 7, 8 and 10 of the Third Schedule to the Companies Law without further sanction of this Honourable Court;
26. The JOLs be at liberty to appoint such attorneys, counsel and/or professional advisors, whether in the Cayman Islands or elsewhere, as they may consider

necessary to advise and assist them in the performance of their duties in accordance with Order 25 of the Companies Winding Up Rules 2008 (as amended);

27. No disposition of the Company's property by or with the authority of the JOLs in carrying out their duties and functions and the exercise of their powers under any order granted pursuant to this Petition shall be voided by virtue of Section 99 of the Companies Law;
28. Subject to section 109(2) of the Companies Law and the Insolvency Practitioner's Regulations 2008 (as amended), the JOLs be authorised to render and pay all invoices out of the assets of the Company for their own remuneration;
29. The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties and, for the avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of the Company as an expense of the liquidation;
30. The JOLs be at liberty to apply generally;
31. The Petitioner's costs of and incidental to the Petition shall be paid out of the assets of the Company as an expense of the liquidation on an indemnity basis, such costs to be taxed if not agreed with the JOLs; and
32. Such other or further order or direction as this Honourable Court thinks fit.

AND your Petitioner will ever pray etc.

DATED this 12th day of September 2016



WALKERS
Attorneys at Law for the Petitioner

NOTE: This petition is intended to be served on (a) the Company at its current registered office and its former registered office; and (b) the Cayman Islands Monetary Authority.

This Petition is presented by Walkers, Attorneys-at-Law, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9001 Cayman Islands, for the Petitioner whose address for service is that of their said Attorneys at Law

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, on _____ at _____ am/pm.

Any correspondence or communication with the Court relating to the hearing of this Petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman KY1-1106, telephone 345 949 4296.